

Partner, New York

Capital Markets



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## Education

J.D., Syracuse University College of Law, 1995 (*magna cum laude*;  
Member, *Syracuse Law Review*;  
Order of the Coif)

B.A., George Washington University,  
1992 (*cum laude*; Phi Beta Kappa)

## Bar Admissions

New York  
Connecticut

Michael Zeidel leads Skadden's Capital Markets Group in the Americas. He represents investment banks, corporate clients, and private equity sponsors and their portfolio companies in a variety of U.S. and international transactions, including public and private offerings of equity, high-yield and investment grade securities.

Mr. Zeidel has extensive experience advising on IPOs, acquisition financings and liability management transactions, including tender offers, exchange offers, consent solicitations and other significant corporate transactions. He also counsels corporate clients of all sizes across a variety of industries on an ongoing basis, assisting with the review and preparation of SEC filings, corporate governance matters and interactions with security holders, stock exchanges and other regulatory bodies.

Mr. Zeidel has repeatedly been selected for inclusion in *Chambers Global* and *Chambers USA*, where he was described as “*experienced and commercially minded*,” as well as “*strong across all capital instruments*.” He has been recognized as a “*leading lawyer*” in *IFLR1000* and was “*highly recommended*” in *The Legal 500 U.S.*, where he was cited as a “*considerable authority in underwriter-side equity transactions*,” as well as for his work representing issuers and underwriters in high-yield offerings. He regularly speaks at conferences and seminars on a variety of corporate finance and governance-related topics and frequently is quoted in *The Wall Street Journal*, *Financial Times*, *Law360*, *Institutional Investor* and other publications.

Significant transactions include:

- Activision Blizzard, Inc. in a number of offerings of senior notes;
- Aircastle Limited in multiple offerings of senior notes;
- Barclays as placement agent in the \$600 million common stock offering by Doral Financial Corporation, a portion of which was contingent financing, in connection with a proposed acquisition of assets and liabilities from the FDIC;
- Chiquita Brands International, Inc. in multiple offerings of senior notes, including the high-yield financing to fund its acquisition of the fresh express packaged salad and fresh cut fruit business from Performance Food Group Company;
- Citigroup and Goldman Sachs as the representatives of the initial purchasers in the \$2 billion offering of senior notes of Genentech, Inc.;
- CME Group Inc. in its \$1.2 billion offering of senior notes in two tranches, the proceeds of which were used to fund CME's acquisition of NEX Group, plc;
- Credit Suisse, Barclays, JPMorgan and UBS as the underwriters in the \$530 million common stock offering of Allscripts Healthcare Solutions, Inc. by Misys PLC;
- Credit Suisse, RBC and Sandler O'Neill as the underwriters in the \$334 million offering of common stock by First Merit Corporation, which followed the purchase and assumption of \$3 billion of assets and liabilities from the FDIC, as receiver of Midwest Bank;
- Del Frisco's Restaurant Group in its \$103.5 million offering of common stock, the proceeds of which were used to fund Del Frisco's acquisition of Barteca, the owner of the Barcelona and bartaco restaurants;
- DRS Technologies, Inc. in its offerings of \$350 million of senior notes, \$250 million of senior subordinated notes and \$300 million of convertible notes, the proceeds of which were used to fund the acquisition of Engineered Support Systems, Inc.;

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- EVRAZ North America (a subsidiary of EVRAZ plc) in its \$350 million offering of senior secured notes and in its proposed IPO;
  - Forester (U.S.A.) Real Estate Group, Inc. in multiple offerings of senior secured notes and convertible notes;
  - Goldman Sachs, Deutsche Bank, Wells Fargo, RBC, Barclays, UBS and Morgan Stanley as joint bookrunning managers of the \$2.25 billion equity offering by New GGP Inc., the successor to General Growth Properties, Inc. (the offering provided a portion of the exit financing for the largest real estate bankruptcy in history), as well as the underwriters in an offering of GGP's preferred stock;
  - Green Bancorp in its \$85 million IPO;
  - Hasbro, Inc. in its \$500 million offering of senior notes;
  - HealthSouth in its \$300 million offering of senior notes;
  - the intermediaries in connection with multiple private sales of Facebook, Twitter and Palantir equity securities;
  - Martin Marietta Materials, Inc. in a number of financings, including multiple offerings of senior notes and at-the-market programs;
  - Masonite International Corporation in its offering of \$275 million of senior notes and \$100 million reopening, and the underwriters in Masonite's proposed IPO and multiple offerings of senior notes;
  - NYMEX Holdings, Inc. in its \$384 million IPO, multiple secondary offerings and acquisition of the COMEX trading rights;
  - OFG Bancorp, the holding company of Oriental Bank, in Oriental Bank's US\$550 million acquisition of the Puerto Rico and U.S. Virgin Islands banking operations of The Bank of Nova Scotia
  - PHH Corporation in a number of financings, including multiple offerings of senior notes and convertible notes as well as tender offers, consent solicitations and other liability management transactions;
  - QIWI plc in its \$212 million IPO with a listing on the NASDAQ and Moscow Stock Exchange (QIWI is the first Russian operating company to complete an IPO under the JOBS Act and the first foreign company to list on a Russian exchange);
  - Rite Aid Corporation in a number of financings, including multiple offerings of senior notes, senior secured notes, convertible notes and preferred stock, as well as exchange offers, tender offers, consent solicitations and private placements of equity securities and the \$1.8 billion high-yield financing to fund its acquisition of Envision RX and the \$1.7 billion high-yield financing to fund its acquisition of the Brooks and Eckerd drugstores;
  - Rain CII Carbon LLC, a subsidiary of Rain Commodities Limited (India), in its offering of senior secured notes in two tranches: a \$400 million offering and a €210 million offering, the proceeds of which were used to finance a portion of Rain CII Carbon's acquisition of RÜTGERS from funds advised by Triton;
  - Stryker Corporation in its \$600 million offering of 3.650% notes due 2028;
  - UBS and Deutsche Bank as joint bookrunning managers of the IPO by Amira Nature Foods Ltd. (a first-of-its-kind transaction involving the IPO of a new offshore parent holding company with an Indian operating company);
  - UBS and Piper Jaffray as joint bookrunning managers of the \$72 million IPO by Renewable Energy Group;
  - the underwriters in multiple offerings of convertible notes by Aegean Marine Petroleum Network, Inc.;
  - the underwriters in a number of financings by Crown Castle International, Inc., including multiple offerings of common stock, senior notes and at-the-market programs;
  - the underwriters in an offering of convertible notes by Gain Capital;
  - the underwriters in the IPO and subsequent follow-on offering by Evolus, Inc.
  - the underwriters in a number of financings by Host Hotels, including multiple offerings of senior notes, exchangeable notes, common stock and at-the-market programs;
  - the underwriters in an offering of subordinated notes by People's United Bank; and
  - Valeant Pharmaceuticals in its \$1 billion offering of senior notes and in its \$10 billion offering of senior notes, the proceeds of which are being used to finance its acquisition of Salix Pharmaceuticals. The notes were issued in four tranches, including a \$1.5 billion offering of Euro notes. The offering was one of the largest high-yield offerings ever completed.
- Mr. Zeidel leads the capital markets department's knowledge strategy initiatives, including its thought leadership, knowledge management and client communications.
- Publications**
- "SEC Proposes Welcome Streamlining of M&A Disclosures," *Law360*, June 14, 2019
- "SEC Proposes Changes to Financial Disclosure Requirements for Acquisitions and Dispositions," *Skadden, Arps, Slate, Meagher & Flom LLP*, May 13, 2019
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“SEC Proposes New Rule 163B to Expand ‘Testing-the-Waters’ Communications to All Issuers,” *Skadden, Arps, Slate, Meagher & Flom LLP*, February 20, 2019

“US Government Shutdown Ends – SEC Issues Guidance to Address Significant Backlog of Filing Reviews and Shareholder Proposals,” *Skadden, Arps, Slate, Meagher & Flom LLP*, January 27, 2019

“SEC Adopts Final Rules to Allow Exchange Act Reporting Companies to Use Regulation A,” *Skadden, Arps, Slate, Meagher & Flom LLP*, December 20, 2018

“2019 SEC Filing Deadlines for Calendar Year End Companies,” *Skadden, Arps, Slate, Meagher & Flom LLP*, December 3, 2018

“SEC Proposes to Ease Disclosures Required by Rules 3-10 and 3-16 of Regulation S-X in Certain Registered Debt Offerings,” *Skadden, Arps, Slate, Meagher & Flom LLP*, August 8, 2018

“SEC Solicits Comment on Modernizing the Rules and Forms for Stock-Based Compensation,” *Skadden, Arps, Slate, Meagher & Flom LLP*, August 2, 2018

“The JOBS Act 3.0: Regulatory Reforms Pass House of Representatives,” *Skadden, Arps, Slate, Meagher & Flom LLP*, July 23, 2018

“SEC Eases Disclosure Threshold Under Rule 701,” *Skadden, Arps, Slate, Meagher & Flom LLP*, July 19, 2018

“SEC Expands ‘Smaller Reporting Company’ Definition,” *Skadden, Arps, Slate, Meagher & Flom LLP*, July 9, 2018

“New NYSE Rules for Non-IPO Listings,” *Harvard Law School Forum on Corporate Governance and Financial Regulation*, February 24, 2018

“High-Yield Bond Covenants: Views From Across the Ocean,” *PLC Magazine*, November 2017

“Corporate Finance Alert: SEC Issues New Guidance on Draft Registration Statements, Including Omission of Interim Financial Statements,” *Skadden, Arps, Slate, Meagher & Flom LLP*, August 22, 2017

“Corporate Finance Alert: Global Index Providers Announce Decision to Exclude Companies with Multi-class Capital Structures or Limited Public Voting Rights,” *Skadden, Arps, Slate, Meagher & Flom LLP*, August 7, 2017

“SEC Permit All Issuers to Submit Confidential Draft Registration Statements,” *Journal of Investment Compliance*, July 2017

“Financial CHOICE Act Aims to Open Capital Markets and Reduce Regulatory Burdens,” *Skadden, Arps, Slate, Meagher & Flom LLP*, June 12, 2017

“Corporate Finance Alert: SEC Adopts EGC Inflation Adjustments and Other Technical Amendments Under the JOBS Act,” *Skadden, Arps, Slate, Meagher & Flom LLP*, April 6, 2017

“Corporate Finance Alert: Second Circuit Upholds District Court’s Facebook Lock-Up Ruling: Underwriters Not Subject to Group Ownership, Short-Swing Profit Rules,” *Skadden, Arps, Slate, Meagher & Flom LLP*, November 3, 2016

“Broadening Noteholders’ Ability to Receive Redemption Premiums Following Indenture Defaults,” *Westlaw Next Practitioner Insights*, October 25, 2016

“Corporate Finance Alert: 2017 SEC Filing Deadlines for Companies With December 31, 2016 Fiscal Year-End,” *Skadden, Arps, Slate, Meagher & Flom LLP*, October 20, 2016

“Corporate Finance Alert: SEC Staff Continues to Focus on Non-GAAP Financial Disclosures,” *Skadden, Arps, Slate, Meagher & Flom LLP*, October 13, 2016

“Corporate Finance Alert: Court Ruling May Broaden Noteholders’ Ability to Receive Redemption Premiums Following Indenture Defaults,” *Skadden, Arps, Slate, Meagher & Flom LLP*, October 5, 2016

“How Companies Should Respond to New Non-GAAP Financial Disclosure Guidance,” *Skadden, Arps, Slate, Meagher & Flom LLP*, July 7, 2016

“Corporate Finance Alert: The Use of Non-GAAP Financial Measures — A Disclosure Guide,” *Skadden, Arps, Slate, Meagher & Flom LLP*, July 7, 2016

“The JOBS Act: Did It Accomplish Its Goals?” *Skadden, Arps, Slate, Meagher & Flom LLP*, June 28, 2016

“Volatility Continues in US and European High-Yield Markets,” *Westlaw Next Practitioner Insights*, April 8, 2016

“Corporate Finance Alert: SEC Staff Issues Rule 144 Guidance Related to REIT Shares Received in Exchange for Operating Partnership Units,” *Skadden, Arps, Slate, Meagher & Flom LLP*, March 21, 2016

“Investment-Grade Notes Increase, IPOs Decline in 2015,” *Skadden’s 2016 Insights - Capital Markets*, January 30, 2016